

DEC 19 '12 -4 21 PM

~~SURFACE TRANSPORTATION BOARD~~

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318.7575
Fax 847 318 7588
www.firstunionrail.com

VIA UPS NEXT DAY AIR

December 18, 2012

Chief Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated November 16, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 22581.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Cascade and Columbia River Railroad Co.
7411 Fullerton Street
Suite 300
Jacksonville, FL 32256

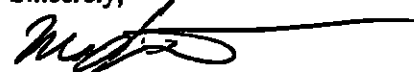
A description of the railroad equipment covered by the enclosed document is for sixty-five (65) boxcars; having NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.
Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures

(CSCD193)

ASSGN. NO.. CSCD193

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 16th day of November, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 15, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No 186 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 1, 2012, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

By Susan Grokulsky

Name SUSAN GROKULSKY
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 16th day of November, 2012

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

I, Janice L Enolva, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease

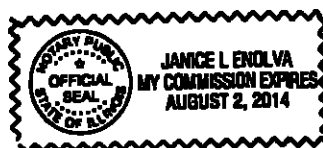
WITNESS my hand and official stamp or seal, this 16th day of November, 2012.

Janice L. Enolva
Notary Public

My Commission Expires

8-2-2014

(Notary Public)



LESSEE:

CASCADE AND COLUMBIA RIVER RAILROAD CO

ATTEST:

By

Name

Title:

By

Name:

Title: Director - Marketing Operations Executed on this 8th day of November, 2012.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

I, Bonnie D Hatfield, a Notary Public of the County and State aforesaid, certify that James Shelbline personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 8th day of November, 2012

Bonnie D Hatfield
Notary Public

Commission Expires:

10-30-2015
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: **Sixty-five (65)**

DESCRIPTION OF CARS: **Boxcars**

CAR NUMBERS:

1	NOKL	524111	36	NOKL	088223
2	NOKL	524335	37	NOKL	088227
3	NOKL	525213	38	NOKL	088242
4	NOKL	525217	39	NOKL	088247
5	NOKL	525219	40	NOKL	088259
6	NOKL	525224	41	NOKL	088278
7	NOKL	525225	42	NOKL	088279
8	NOKL	525227	43	NOKL	088283
9	NOKL	525235	44	NOKL	088291
10	NOKL	525246	45	NOKL	088295
11	NOKL	532010	46	NOKL	088300
12	NOKL	524178	47	NOKL	088304
13	NOKL	524185	48	NOKL	523151
14	NOKL	524293	49	NOKL	523153
15	NOKL	524506	50	NOKL	523155
16	NOKL	524505	51	NOKL	523158
17	NOKL	088161	52	NOKL	523159
18	NOKL	088163	53	NOKL	523160
19	NOKL	088166	54	NOKL	523161
20	NOKL	088167	55	NOKL	523163
21	NOKL	088168	56	NOKL	523166
22	NOKL	088175	57	NOKL	523168
23	NOKL	088177	58	NOKL	523170
24	NOKL	088179	59	NOKL	523171
25	NOKL	088180	60	NOKL	523172
26	NOKL	088183	61	NOKL	523174
27	NOKL	088184	62	NOKL	535002
28	NOKL	088188	63	NOKL	535023
29	NOKL	088189	64	NOKL	535028
30	NOKL	088190	65	NOKL	535053
31	NOKL	088198			
32	NOKL	088206			
33	NOKL	088207			
34	NOKL	088215			
35	NOKL	088220			